

CHAPMAN AND CUTLER LLP

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August 22, 2006

RECORDATION NO. 18859-CC FILED

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

AUG 22 '06

1-03 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Substitution of Equipment
SPT 1994-C

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Partial Release of Security Interest (SPTC Trust No. 1994-2) (Redesignated SPT 1994-C), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Amended and Restated Trust Indenture and Security Agreement dated as of September 29, 1994 between U.S. Bank National Association (successor to Shawmut Bank Connecticut, National Association), as Owner Trustee and U.S. Bank National Association (successor to The First National Bank of Boston), as Loan Trustee, a copy of which was recorded with the Surface Transportation Board on September 29, 1994 at 12:20 P.M. under recordation number 18636-KK.

The name and address of the party to the enclosed document is as follows:

Loan Trustee: U.S. Bank Trust National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the enclosed document consists of 1 SD40M-2 Locomotive bearing the reporting mark UP 2658.

A short summary of the document to appear in the index follows:

CHAPMAN AND CUTLER LLP

Partial Release of Security Interest (SPTC Trust No. 1994-2) (Redesignated SPT 1994-C) from U.S. Bank Trust National Association (successor to The First National Bank of Boston), as Loan Trustee.

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

PARTIAL RELEASE OF SECURITY INTEREST
(SPTC Trust No. 1994-2)
[Redesignated SPT 1994-C]

AUG 22 '06

1-03 PM

SURFACE TRANSPORTATION BOARD

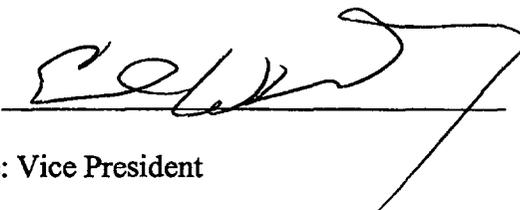
THIS PARTIAL RELEASE OF SECURITY INTEREST dated as of July 31, 2006 is made and entered into by the undersigned, U. S. Bank National Association (successor to The First National Bank of Boston) (the "Loan Trustee").

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Loan Trustee hereby terminates, releases and discharges its security interest in that certain locomotive set forth on Schedule 1 attached hereto which has suffered an Event of Loss under the Lease.

Such security interest was granted pursuant to that certain Amended and Restated Indenture and Security Agreement (SPT 1994-C), dated as of September 29, 1994 (the "Indenture") between U.S. Bank National Association (successor to Shawmut Bank Connecticut, National Association), as Owner Trustee, and Loan Trustee, as supplemented, a copy of which was deposited with the Registrar General of Canada on September 29, 1994 at 12:20 p.m. and a copy of which was recorded with the Surface Transportation Board on September 29, 1994 at 12:20 p.m. under Recordation Number 18636-KK. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

Dated this 31st Day of July, 2006.

U.S. BANK NATIONAL ASSOCIATION

By: 

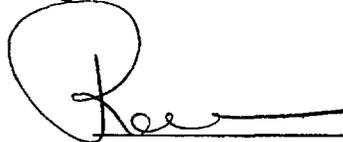
Title: Vice President

COMMONWEALTH OF MASSACHUSETTS)

) SS: BOSTON

COUNTY OF SUFFOLK)

On this 31st of July, 2006, before me personally appeared Earl W. Dennison Jr., to me personally known, who being by me duly sworn, says that (s)he is Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Notary Public

[Notarial Seal]

RACHEL M. SYLVIA
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES FEBRUARY 18, 2011

My commission expires: _____

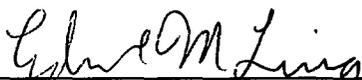
SCHEDULE 1

| EQUIPMENT | QUANTITY | ROAD NUMBER |
|--------------------|----------|-------------|
| SD40M-2 Locomotive | 1 | UP 2658 |

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 22, 2006

A handwritten signature in cursive script, appearing to read "Edward M. Luria", written over a horizontal line.

Edward M. Luria